

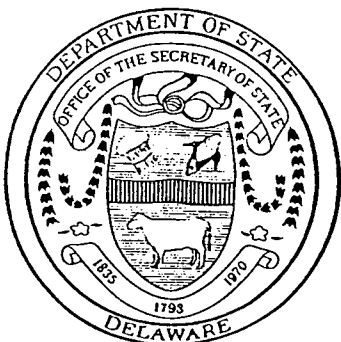
# State of DELAWARE

## Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of \_\_\_\_\_ Ownership \_\_\_\_\_  
filed in this office on \_\_\_\_\_ December 15, 1987 \_\_\_\_\_

FILED

JAN 30 1989



*Ray D. Blount*  
SECRETARY OF STATE

*Michael Harkins*  
Michael Harkins, Secretary of State

BY: *Michael Harkins*

DATE: April 21, 1988

877349192

FILED 10 AM

DEC 15 1987

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

*Michael H. Harte*  
SECRETARY OF STATE

SECURITY BARGE LINE, INC., a corporation incorporated on the 21st day of June, 1962, pursuant to General Corporation Law of the State of Mississippi; and MISSOURI RIVER BARGE LINES, INC., a corporation reincorporated on the 23rd day of May, 1983 pursuant to the General Corporation Law of the state of Delaware,

INTO

CHROMALLOY AMERICAN CORPORATION, a Delaware corporation.

\*\*\*\*\*

CHROMALLOY AMERICAN CORPORATION, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY THAT:

FIRST: This Corporation was incorporated on the 12th day of November, 1986, pursuant to the General Corporation Law of the State of Delaware.

SECOND: This Corporation owns all of the outstanding shares of the stock of Security Barge Line, Inc. and Missouri River Barge Lines, Inc., hereinafter the constituent corporations of the merger.

THIRD: In accordance with the requirements of Section 253 of the General Corporation Law of the State of Delaware, this Corporation by the following resolutions of its Board of Directors duly adopted on November 24, 1987, determined to merge with and into itself the constituent corporations of the merger.

RESOLVED that the merger into the Corporation of Security Barge Line, Inc., a Mississippi corporation, and Missouri River Barge Lines, Inc., a Delaware corporation, both wholly-owned subsidiaries of the Corporation, be and is authorized and approved, and upon the effective date of said merger, the Corporation shall assume all of respective obligations of Security Barge Line, Inc. and Missouri River Barge Lines, Inc.; and

RESOLVED that the attached Plan of Merger of Security Barge Line, Inc. and Missouri River Barge Lines, Inc. into the Corporation, effects the merger of Security Barge Line, Inc. and Missouri River Barge Lines, Inc. into the Corporation effective upon the filing with the Secretary of State of Delaware.


FURTHER RESOLVED that the officers of the Corporation be and each is authorized and directed to make and execute, under the corporate seal of the Corporation, a Certificate of Ownership and Merger pursuant to Section 253 of the Delaware General Corporation Law, and to cause the same to be filed with the Secretary of State of Delaware and a certified copy in the office of the Recorder of Deeds of New Castle County, Delaware, and to do all acts and things whatsoever required, whether within or without the State of Delaware, which any such officer shall deem necessary or advisable.

FOURTH: The name of the surviving corporation of the merger is Chromalloy American Corporation, a Delaware corporation.

FIFTH: This Certificate of Ownership and Merger shall be effective upon the filing with the Secretary of State of Delaware.

IN WITNESS WHEREOF, said CHROMALLOY AMERICAN CORPORATION has caused its corporate seal to be hereunto affixed and this Certificate of Ownership and Merger to be signed by John J. Dowling, III, its Vice President and Secretary, and attested by James L. Drone, its Assistant Secretary, this 8<sup>th</sup> day of December, 1987.

CHROMALLOY AMERICAN CORPORATION

By:   
John J. Dowling, III  
Vice President and Secretary

(CORPORATE SEAL)

ATTEST:

By:   
James L. Drone  
Assistant Secretary



STATE OF MISSOURI  
OFFICE OF SECRETARY OF STATE  
JEFFERSON CITY 65101

314 / 751- 4178

January 30 1989

Sequa Corporation  
120 South Central Avenue  
St. Louis MO 63105  
ATTN: B J JUST

RE: CHROMALLOY AMERICAN CORPORATION (#F00296914)

Dear Sir or Madam:

This is to advise you that on the date shown below we have filed  
for record in this office a merger between:

MISSOURI RIVER BARGE LINES, INC. (#F00253993)

INTO:

CHROMALLOY AMERICAN CORPORATION (#F00296914)

The merger was filed in this office on January 30 1989.

The merger was filed in the home state of survivor on December 15 1987.

The Survivor is qualified to transact business in Missouri.

The fee for filing a merger is \$20.00, plus \$1.00 for each additional  
foreign corporation qualified in Missouri over two in number. If you  
did not send us a check for that amount, a bill for the correct amount  
is being sent to you.

Very truly yours,

ROY D. BLUNT  
Secretary of State

Corporation Division  
Merger Desk  
314/751- 4178

FILED

JAN 30 1989

*Roy D. Blunt*  
SECRETARY OF STATE